USA Capital

Subordinated Trust Deed Investment

Borrower:

Marlton Square Associates, LLC or assignee

The managing partner of Marlton Square Associates is Capital Vision Equities (CVE). CVE, founded in 1991, is a full service real estate development and consulting group which specializes in the construction and rehabilitation of affordable housing and quality retail development in

inner-city areas in California. To date they have participated as a

developer or consultant in the construction or rehabilitation of over 1,400 units of housing and just completed a 285,000 sq. foot retail center in Southern Los Angeles with a Home Depot, Food4Less, IHOP, Radio

Shack and Walgreen.

CVE has raised over \$75,000,000 in low income housing tax credit based equity for its clients. CVE has accessed and implemented a wide range of

public financing mechanisms including redevelopment agency tax increment funds, locally administered HOME and Community Development Block Grant fund and tax exempt bond proceeds. The principals of CVE are committed to socially responsible

developments: CVE only participates in developments which it believes will fit within the fabric of a neighborhood and will improve the quality of

social construction and build the environment of that community.

Loan Amount:

\$6,000,000

Rate:

16% (net)

Combined

Loan to Value:

Approximately 74% based on the purchase price of the property and the

cost of site preparation. An appraisal has been engaged.

Term:

18 months

Collateral:

Subordinated Deed of Trust on 22 acres for a mixed use redevelopment

located at the intersection of Martin Luther King Drive and Marlton Drive

in Los Angeles, CA.

Jane't Szabo

702-734-2400

888-921-8009

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Money invested through a mortgage broker is not guaranteed to earn any interest or return and is not insured. Before investing investors must be provided applicable disclosure.

EXHIBIT B